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Securities Code: 9644

June 4, 2025

To Our Shareholders:

Takahiko Wakamatsu  
President and Chief Executive Officer  
**Tanabe Consulting Group Co., Ltd.**  
3-3-41 Miyahara, Yodogawa-ku, Osaka

## Notice of the 63rd Annual General Meeting of Shareholders

We are pleased to announce the 63rd Annual General Meeting of Shareholders of the Company to be held as follows. For the convocation of this General Meeting of Shareholders, the Company has adopted the electronic provision measure for information in the General Meeting of Shareholders Reference Documents, etc. (Matters concerning Electronic Provision Measure), and posted them on the following websites, so please access any of the websites to confirm the information.

[Company website]

<https://www.tanabeconsulting-group.com/ir/>

(Please refer to the “Notice of the 63rd Annual General Meeting of Shareholders” on the above website.)

[Website for General Meeting of Shareholders documents]

<https://d.sokai.jp/9644/teiji/> (in Japanese)

[Tokyo Stock Exchange website (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(To confirm the information, please access the TSE website (Listed Company Search), enter or search by Issue name (Tanabe Consulting Group Co., Ltd.) or the securities code (9644), select “Basic information” and then “Documents for public inspection/PR information,”) and review “Notice of Annual General Meeting of Shareholders/Reference Documents for the General Meeting of Shareholders.”

We ask shareholders who are unable to attend the Meeting in person to exercise your voting rights using either of the methods set out on pages 3 to 4 (in Japanese only).

**1. Date and time:** Wednesday, June 25, 2025, at 10:00 a.m. (JST)

**2. Venue:** “MODERN SUITE,” LAGUNAVEIL Premier  
28F, North Gate Building  
OSAKA STATION CITY  
3-1-3 Umeda, Kita-ku, Osaka

### 3. Agenda

#### Matters to be reported:

1. Business Report, Consolidated Financial Statements, and Audit Reports on the Consolidated Financial Statements by Accounting Auditor and Audit and Supervisory Committee for the 63rd Fiscal Year (April 1, 2024 - March 31, 2025)
2. Non-consolidated Financial Statements for the 63rd Fiscal Year (April 1, 2024 - March 31, 2025)

#### Matters to be resolved:

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus for the 63rd Fiscal Year   |
| <b>Proposal No. 2</b> | Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |
| <b>Proposal No. 3</b> | Election of Four (4) Directors Who Are Audit and Supervisory Committee Members                      |

1. For this General Meeting of Shareholders, a document stating the Matters concerning Electronic Provision Measure will be uniformly sent to all shareholders, regardless of the Request for Delivery of Documents. Of the Matters concerning Electronic Provision Measure, the following items are not included in the document to be sent pursuant to the provisions of law and the Company's Articles of Incorporation.

- “Framework to Ensure Proper Business Operations and the Operational Status of This Framework” in the Business Report
- Notes to the Consolidated Financial Statements
- Notes to the Non-consolidated Financial Statements

In addition, the Audit and Supervisory Committee and the Accounting Auditor have audited the documents required to be audited, including the matters listed above.

2. Any revisions to the Matters concerning Electronic Provision Measure shall be posted on the respective websites listed on page 1 to that effect, describing the matters before and after the revision.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1 Appropriation of Surplus for the 63rd Fiscal Year

The Company sets the return of profits to its shareholders as one of the management issues of the highest priority. And, we strive to stably and actively pay dividends from retained earnings based on profits generated through our business activities, while making growth investments to achieve “return on equity (ROE) of 10%,” a target under our Medium-term Management Plan (2021-2025), “TCG Future Vision 2030,” and enhance corporate value further, and maintaining a robust financial foundation to provide against sudden changes in the operating environment. In accordance with this policy, the Company proposes to pay a year-end dividend for the 63rd fiscal year, as follows.

##### Year-end dividends

1. Type of dividend assets  
To be paid in cash.
2. Allotment of dividend property and their aggregate amount  
The Company proposes to pay a dividend of ¥28 per common stock of the Company.  
In this event, the total dividends will be ¥457,298,576.  
Accordingly, the annual dividend, including the interim dividend (¥20 per share), will be ¥48 per share.
3. Effective date of dividends of surplus  
The effective date will be June 26, 2025.

(Note) The Company conducted a two-for-one share split on October 1, 2021. A converted figure is stated above as the “annual dividend per share,” taking the said share split into consideration.

**Proposal No. 2** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of service of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies to the rest of this proposal) will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of six (6) Directors.

Having taken into account the execution of business by candidates for Director and performance in the fiscal year under review, the Audit and Supervisory Committee has expressed the opinion that each of the individuals is a suitable candidate for Director of the Company.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Company	Attendance at Board of Directors meetings in FY2024
1	Reelection Takahiko Wakamatsu	President and Chief Executive Officer	14/14 (100%)
2	Reelection Yoshikuni Nagao	Executive Vice President	14/14 (100%)
3	Reelection Norihito Minamikawa	Senior Managing Director	14/14 (100%)
4	Reelection Masaru Warata	Senior Managing Director	14/14 (100%)
5	Reelection Itaru Okumura	Senior Managing Director	10/10 (100%)
6	New election Yoshihiro Kawamoto	Executive Officer	— (—)

(Note) Itaru Okumura's attendance at Board of Directors meetings pertains to the period following his appointment on June 25, 2024.

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
1	Takahiko Wakamatsu (March 2, 1965)  Reelection	<p>Mar. 1989      Joined the Company</p> <p>Oct. 2001      General Manager of Osaka Head Office</p> <p>June 2003      Director and General Manager of Osaka Head Office</p> <p>Apr. 2006      Director with Responsibility for Osaka Head Office and Chugoku/Shikoku Branch Office</p> <p>June 2008      Managing Director with Responsibility for Chubu Head Office, Osaka Head Office and Chugoku/Shikoku Branch Office</p> <p>Apr. 2009      Senior Managing Director and General Manager of Consulting Department</p> <p>Apr. 2010      Senior Managing Director and General Manager of Consulting Department with Responsibility for Network Department</p> <p>Apr. 2012      Executive Vice President and General Manager of Consulting Department with Responsibility for Network Department</p> <p>June 2012      Executive Vice President and General Manager of Consulting Department with Responsibility for Network Department and Administration Department</p> <p>Apr. 2014      President and Chief Executive Officer with Responsibility for Administration Department and Compliance</p> <p>June 2014      President and Chief Executive Officer with Responsibility for Compliance (current position)</p> <p>Apr. 2022      President and Chief Executive Officer of Tanabe Consulting Company</p> <p>Oct. 2022      President and Chief Executive Officer of Tanabe Consulting Company, in charge of Compliance (current position)</p>	135,310 shares
<p>Reasons for nomination as candidate for Director</p> <p>As the Chairperson of the Board of Directors of the Company, Takahiko Wakamatsu has managed the Board of Directors appropriately, and as the head of overall management and strategies, he has provided proper supervision. While practicing and pursuing the management philosophy, he has promoted our Medium-term Management Plan (2021-2025), “TCG Future Vision 2030,” worked as Chair of the Compliance Committee, and done his utmost to achieve sustainable growth and enhance the Group’s corporate value over the medium- to long-term. For these reasons, the Company requests reelection of the candidate as Director.</p> <p>Special Interests with the Company</p> <p>None</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
2	Yoshikuni Nagao (December 23, 1964)  Reelection	Mar. 1985      Joined the Company Apr. 2002      Head of Hokkaido Branch Office June 2005      Director and Head of Hokkaido Branch Office Apr. 2006      Director with Responsibility for Tokyo Head Office and Hokkaido Branch Office Apr. 2008      Director with Responsibility for Tokyo Head Office, Hokkaido Branch Office, and Niigata Branch Office Apr. 2009      Managing Director and Deputy General Manager of Consulting Department Apr. 2013      Senior Managing Director and Deputy General Manager of Consulting Department Apr. 2014      Senior Managing Director and General Manager of Consulting Department Apr. 2015      Senior Managing Director and General Manager of Consulting Strategy Department with Responsibility for the Strategic Laboratory and SP Consulting Department Apr. 2016      Executive Vice President and General Manager of Consulting Strategy Department with Responsibility for the Strategic Laboratory and SP Consulting Department Apr. 2018      Executive Vice President and General Manager of Management Consulting Department with Responsibility for the Strategic Laboratory and SP Consulting Department June 2018      Executive Vice President and General Manager of Management Consulting Department with Responsibility for the Strategic Laboratory June 2021      Executive Vice President and General Manager of Management Consulting Department Apr. 2022      Executive Vice President (current position) June 2022      Director and Executive Vice President of Tanabe Consulting Company (current position)	101,106 shares
	Reasons for nomination as candidate for Director Yoshikuni Nagao properly manages the Company's Board of Directors by supporting its Chairperson, and properly supervises all management consulting business of Tanabe Consulting Company, which is our main operating company. He has promoted our Medium-term Management Plan (2021-2025), "TCG Future Vision 2030," and done his utmost to achieve sustainable growth and enhance the Group's corporate value over the medium- to long-term. For these reasons, the Company requests reelection of the candidate as Director.  Special Interests with the Company None		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
3	Norihito Minamikawa (March 4, 1963)  Reelection	<p>Apr. 1993      Joined the Company</p> <p>Oct. 2004      Deputy General Manager of Western Head Office</p> <p>Apr. 2007      General Manager of Western Head Office</p> <p>June 2012      Director and General Manager of Western Head Office</p> <p>Apr. 2013      Director with Responsibility for Western Head Office and Okinawa Branch Office</p> <p>Apr. 2014      Director with Responsibility for Western Head Office, Chugoku/Shikoku Branch Office, and Okinawa Branch Office</p> <p>Apr. 2015      Managing Director with Responsibility for Kyushu Head Office, Chugoku/Shikoku Branch Office, and Okinawa Branch Office</p> <p>Apr. 2017      Managing Director with Responsibility for Consulting Strategy Department, Kyushu Head Office, Chugoku/Shikoku Branch Office, and Alliance Strategy</p> <p>Apr. 2018      Managing Director with Responsibility for Management Consulting Department, Kyushu Head Office, Chugoku/Shikoku Branch Office, and Stage-up Consulting Strategy, M&amp;A Alliance Consulting Strategy, and Financial Domain Consulting Strategy</p> <p>Apr. 2019      Managing Director with Responsibility for Management Consulting Department, Kyushu Head Office, Chugoku/Shikoku Branch Office, M&amp;A Alliance Consulting Strategy, and Financial Domain Consulting Strategy</p> <p>Apr. 2020      Managing Director with Responsibility for Management Consulting Department, Kyushu Head Office, Chugoku/Shikoku Branch Office, and M&amp;A Alliance Consulting Department</p> <p>Jan. 2021      Director of Growin' Partners Inc. (current position)</p> <p>Apr. 2021      Senior Managing Director of the Company with Responsibility for Management Consulting Department Tokyo, M&amp;A Consulting Department, and Domain Consulting Strategy of the Company</p> <p>Apr. 2022      Senior Managing Director with Responsibility for Strategy and Domain Consulting Department, General Manager of M&amp;A Alliance Consulting Department</p> <p>June 2022      Senior Managing Director of Tanabe Consulting Company</p> <p>Oct. 2022      Senior Managing Director of the Company (current position) Senior Managing Director of Tanabe Consulting Company, in charge of Strategy and Domain Consulting Department, General Manager of M&amp;A Alliance Consulting Department (currently M&amp;A Consulting)</p> <p>Apr. 2024      Senior Managing Director of Tanabe Consulting Company, in charge of Strategy and Domain Consulting Department and M&amp;A Consulting Department (current position)</p>	46,568 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
		<p>Reasons for nomination as candidate for Director</p> <p>Norihito Minamikawa leads the Strategy and Domain Consulting Department and M&amp;A Consulting Department of our main operating company, Tanabe Consulting Company, and also serves as Director of our operating company, Growin' Partners Inc. Based on his wealth of business experience and broad knowledge of management in general, he is promoting our Medium-term Management Plan (2021-2025), "TCG Future Vision 2030," and is committed to the sustainable growth of our Group and the enhancement of its corporate value over the medium to long term. For these reasons, the Company requests reelection of the candidate as Director.</p> <p>Special Interests with the Company</p> <p>None</p>	



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
4	Masaru Warata (July 19, 1965)  Reelection	<p>Oct. 2000      Joined the Company</p> <p>Apr. 2006      Deputy General Manager of Osaka Head Office</p> <p>Apr. 2011      General Manager of Osaka Head Office</p> <p>June 2014      Director and General Manager of Osaka Head Office</p> <p>Apr. 2016      Director with Responsibility for Osaka Head Office</p> <p>Apr. 2017      Director with Responsibility for Consulting Strategy Department, Osaka Head Office, and Okinawa Branch Office</p> <p>Apr. 2018      Director with Responsibility for Management Consulting Department, Osaka Head Office, Okinawa Branch Office, and HR Development Consulting Strategy</p> <p>Apr. 2019      Director with Responsibility for Management Consulting Department Osaka, Okinawa Branch Office, and HR Development Consulting Strategy</p> <p>Apr. 2020      Director with Responsibility for Management Consulting Department Osaka, Okinawa Branch Office, and Function Consulting Strategy</p> <p>Jan. 2021      Director of Growin' Partners Inc. (current position)</p> <p>Apr. 2021      Managing Director with Responsibility for Management Consulting Department Osaka, and General Manager of Consulting Support for Osaka Head Office with Responsibility for Function Consulting Strategy of the Company</p> <p>Apr. 2022      Senior Managing Director with Responsibility for Corporate Finance Consulting Department, Digital Consulting Department and CRM Consulting/Consulting Support (Osaka, Tokyo)</p> <p>June 2022      Senior Managing Director of Tanabe Consulting Company</p> <p>Oct. 2022      Senior Managing Director of the Company (current position) Senior Managing Director of Tanabe Consulting Company, in charge of Corporate Finance Consulting Department, Digital Consulting Department and CRM Consulting/Consulting Support (Osaka, Tokyo)</p> <p>Apr. 2023      Senior Managing Director of Tanabe Consulting Company, in charge of Digital Consulting Department and Corporate Finance Consulting Department</p> <p>Apr. 2024      Senior Managing Director of Tanabe Consulting Company, in charge of Corporate Finance Consulting Department</p> <p>Apr. 2025      Senior Managing Director of Tanabe Consulting Company, in charge of Corporate Finance Consulting Department and IPO Support Consulting (current position)</p>	40,273 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
		<p>Reasons for nomination as candidate for Director</p> <p>Masaru Warata has led the Corporate Finance Consulting Department and IPO support consulting operations of our main operating company, Tanabe Consulting Company, and also serves as Director of our operating company, Growin' Partners Inc. Based on his wealth of business experience and broad knowledge of management in general, he is promoting our Medium-term Management Plan (2021-2025), "TCG Future Vision 2030," and is committed to the sustainable growth of our Group and the enhancement of its corporate value over the medium to long term. For these reasons, the Company requests reelection of the candidate as Director.</p> <p>Special Interests with the Company</p> <p>None</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of Company shares held
5	Itaru Okumura (September 26, 1975)  Reelection	Jan. 2009      Joined the Company Apr. 2017      Deputy General Manager of Consulting Strategy Department and Kyushu Head Office Apr. 2019      Deputy General Manager of the Strategic Laboratory Nov. 2019      Director of Leading Solutions Co., Ltd. Apr. 2020      Executive Officer and Deputy General Manager of the Strategic Laboratory of the Company Apr. 2021      Executive Officer and General Manager of the Strategic Laboratory June 2021      Director and General Manager of the Strategic Laboratory Apr. 2022      Managing Director and General Manager of Digital Consulting Department and the Strategic Laboratory, with Responsibility for CRM consulting strategy promotion June 2022      Managing Director of Tanabe Consulting Company Oct. 2022      Managing Director and General Manager of Digital Consulting Department and the Strategic Laboratory of Tanabe Consulting Company, in charge of CRM consulting strategy promotion Apr. 2024      Senior Managing Director and General Manager of Digital Consulting Department of Tanabe Consulting Company, in charge of the Strategic Laboratory (current position) June 2024      Senior Managing Director of the Company (current position)		12,392 shares
<p>Reasons for nomination as candidate for Director</p> <p>Itaru Okumura leads the Digital Consulting Department and the Strategic Laboratory of our main operating company, Tanabe Consulting Company. Based on his wealth of business experience and broad knowledge of management in general, he is promoting our Medium-term Management Plan (2021-2025), “TCG Future Vision 2030,” and is committed to the sustainable growth of our Group and the enhancement of its corporate value over the medium to long term.</p> <p>For these reasons, the Company requests reelection of the candidate as Director.</p> <p>Special Interests with the Company</p> <p>None</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
6	Yoshihiro Kawamoto (January 29, 1964)  New election	<p>Mar. 1986      Joined the Company</p> <p>Oct. 2004      General Manager of Accounting Division, Administration Department, and Head of Systems Office</p> <p>Apr. 2006      General Manager of Accounting Division, Administration Department</p> <p>Apr. 2008      Deputy General Manager of Administration Department, General Manager of Accounting Division, Administration Department, and Head of Corporate Planning Office</p> <p>Apr. 2013      Deputy General Manager of Administration Department and Head of Corporate Planning Office</p> <p>Oct. 2014      Deputy General Manager of Administration Department, General Manager of General Affairs Division, Administration Department, and Head of Corporate Planning Office</p> <p>Apr. 2015      Deputy General Manager of Business Administration Department and General Manager of General Affairs Division, Business Administration Department</p> <p>Oct. 2017      Deputy General Manager of Business Administration Department and General Manager of General Affairs and Human Resources Division and Finance Division, Business Administration Department</p> <p>Apr. 2019      Executive Officer, General Manager of Corporate Department, and General Manager of Finance Division, Corporate Department</p> <p>Apr. 2021      Executive Officer, General Manager of Corporate Department, and General Manager of Legal Division, Corporate Department</p> <p>Apr. 2022      Executive Officer and General Manager of Corporate Department (currently General Manager of Corporate Strategy Department) (current position)</p> <p>Apr. 2023      Director and General Manager of Corporate Strategy Department of Tanabe Consulting Company (current position)</p>	20,563 shares
<p>Reasons for nomination as candidate for Director</p> <p>Yoshihiro Kawamoto has served as the head of corporate divisions such as corporate planning, finance, digital strategy, human resources, general affairs planning and legal affairs, and currently promotes the corporate strategy for the entire Group as the General Manager of the Corporate Strategy Department of both the Company and Tanabe Consulting Company. The Company believes that, based on his wealth of field experience and broad knowledge of management in responsible operations, he will be able to appropriately supervise management of the Company and contribute to its sustainable growth and the enhancement of its corporate value over the medium to long term.</p> <p>For these reasons, the Company requests the election of the candidate as new Director.</p> <p>Special Interests with the Company</p> <p>None</p>			

[Summary of directors and officers liability insurance policy]

Pursuant to the provisions of Article 430-3, paragraph 1 of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. The scope of the insured under this insurance policy includes Directors, Corporate Auditors, Executive Officers, important employees, of the Company

and the Company's subsidiaries listed on page 31 of the Business Report under "I 3 2. Main subsidiaries (in Japanese only)," and all six candidates for Director become the insured. All insurance premiums will be paid by the Company. In summary, this insurance liability policy provides for the insurance company to cover the insured for any loss arising from responsibility incurred during the execution of their duties, or for claims incurred during the pursuit of those responsibilities, and is renewed on an annual basis. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

**Proposal No. 3**      Election of Four (4) Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. In view of this, for the purpose of strengthening the supervisory and corporate governance functions, the Company proposes the election of four (4) Directors who are Audit and Supervisory Committee Members by increasing the number of Directors who are Audit and Supervisory Committee Members by one (1).

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for Director who is Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Current position in the Company	Attendance at Board of Directors meetings in FY2024	Attendance at Audit and Supervisory Committee meetings in FY2024
1	Reelection    Hiroshi Kanbara	Outside Director (Audit and Supervisory Committee member)	14/14 (100%)	14/14 (100%)
2	Reelection    Maki Imura	Outside Director (Audit and Supervisory Committee member)	14/14 (100%)	14/14 (100%)
3	New election   Kaname Matsumoto	—	— (—)	— (—)
4	New election   Yoshie Shinoki	—	— (—)	— (—)

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
1	Hiroshi Kanbara (April 3, 1975)  Reelection	Oct. 2002      Registered as attorney-at-law (to present) Joined Wakakusa Law Office Oct. 2007      Joined Kiyota Sogo Law & Accounting Office Nov. 2009      Joined Kikkawa Law Office July 2013      Partner (current position) June 2018      Outside Director of the Company June 2019      Outside Director (Audit and Supervisory Committee Member) of the Company (current position)	4,772 shares
	Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected roles Mr. Hiroshi Kanbara has no experience of being involved in corporate management other than as an outside officer. However, we propose that he continues to be elected as an Outside Director as a member of the Audit and Supervisory Committee in order to reflect his high level of expertise and extensive experience as a lawyer, and also contribute to transparency and fairness of the Company's management by being involved in the selection of candidates for Directors and the determination of remuneration, etc. of the Company from an objective standpoint. Special Interests with the Company None Notes: 1. Mr. Hiroshi Kanbara is a candidate for Outside Director. 2. Mr. Hiroshi Kanbara is currently an Outside Director of the Company, and at the conclusion of this meeting, his tenure will have been seven years. 3. The Company has registered Mr. Hiroshi Kanbara as an independent officer as stipulated by the Tokyo Stock Exchange. If the election is approved, the Company will continue to designate the candidate as an independent officer. 4. Mr. Hiroshi Kanbara has executed a limited liability contract with the Company and will continue to do so if his election is approved. The summary is as follows. <ul style="list-style-type: none"> <li>In cases that satisfy the requirements of laws and regulations in relation to liability pursuant to Article 423, paragraph 1 of the Companies Act, the liability of the individual shall be limited to the total of the amounts set out in each of the items of Article 425, paragraph 1 of the Companies Act.</li> </ul>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of Company shares held
2	Maki Imura (February 20, 1960)  Reelection	July 1985	Joined Grey Daiko Advertising Inc. (currently Grey WorldWide)	2,726 shares
		Apr. 1989	Joined Dentsu Burson-Marsteller (currently Burson Cohn & Wolfe Japan)	
		July 1998	General Manager of Global Account Department, Dentsu Public Relations Inc.	
		May 2005	Vice President and Head of Corporate Communications, Visa Worldwide Co., Ltd. (currently Visa Worldwide Japan Co., Ltd.)	
		Oct. 2009	Senior Vice President and Head of Corporate Communications, NIHON L'ORÉAL K.K.	
		June 2019	Outside Director (Audit and Supervisory Committee Member) of the Company (current position)	
		July 2019	Advisor of NIHON L'ORÉAL K.K.	
		June 2021	Outside Director (Audit and Supervisory Committee Member) of Fast Fitness Japan, Inc. (current position)	
	<p>Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected roles</p> <p>We propose that Ms. Maki Imura continues to be elected as an Outside Director as a member of the Audit and Supervisory Committee in order to reflect her extensive knowledge of corporate communications and wealth of experience as management, and also contribute to transparency and fairness of the Company's management by being involved in the selection of candidates for Directors and the determination of remuneration, etc. of the Company from an objective standpoint.</p> <p>Special Interests with the Company</p> <p>None</p> <p>Notes: 1. Ms. Maki Imura is a candidate for Outside Director.</p> <p>2. Ms. Maki Imura is currently an Outside Director of the Company, and at the conclusion of this meeting, her tenure will have been six years.</p> <p>3. The Company has registered Ms. Maki Imura as an independent officer as stipulated by the Tokyo Stock Exchange. If the election is approved, the Company will continue to designate the candidate as an independent officer.</p> <p>4. Ms. Maki Imura has executed a limited liability contract with the Company and will continue to do so if her election is approved. The summary is as follows.</p> <ul style="list-style-type: none"> <li>In cases that satisfy the requirements of laws and regulations in relation to liability pursuant to Article 423, paragraph 1 of the Companies Act, the liability of the individual shall be limited to the total of the amounts set out in each of the items of Article 425, paragraph 1 of the Companies Act.</li> </ul>			



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
3	Kaname Matsumoto (December 2, 1961)  New election	<p>Oct. 1985      Joined Showa Ota &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>Mar. 1989      Registered as Certified Public Accountant (to present)</p> <p>Sept. 1990      Assigned to Ernst &amp; Young London Office</p> <p>July 2000      Partner of Shin Nihon &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>Feb. 2016      Managing Director, General Manager of West Japan Division and Head of Osaka Office, Ernst &amp; Young ShinNihon LLC</p> <p>Aug. 2021      Member of the Governance Council, Ernst &amp; Young ShinNihon LLC</p> <p>July 2024      Director of Kaname Matsumoto Certified Public Accountant Office (current position)</p>	0 shares
	<p>Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected roles</p> <p>Mr. Kaname Matsumoto has no experience of being involved in corporate management other than at an auditing firm in the past. However, we propose that he is elected as a new Outside Director as a member of the Audit and Supervisory Committee as we have judged that he is able to reflect his high level of expertise as a certified public accountant and his extensive experience at an auditing firm in auditing and supervising the Company's management, and also to contribute to transparency and fairness of the Company's management by being involved in the selection of candidates for Directors and the determination of remuneration, etc. of the Company from an objective standpoint.</p> <p>Special Interests with the Company</p> <p>None</p> <p>Notes: 1. Mr. Kaname Matsumoto is a candidate for Outside Director.</p> <p>2. Mr. Kaname Matsumoto satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and if the election is approved, the Company plans to submit notification to the aforementioned exchange concerning his designation as an independent officer.</p> <p>3. If Mr. Kaname Matsumoto's election is approved, in accordance with the Articles of Incorporation of the Company, the Company intends to enter into a limited liability agreement with him, summarized as follows.</p> <ul style="list-style-type: none"> <li>In cases that satisfy the requirements of laws and regulations in relation to liability pursuant to Article 423, paragraph 1 of the Companies Act, the liability of the individual shall be limited to the total of the amounts set out in each of the items of Article 425, paragraph 1 of the Companies Act.</li> </ul>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
	Yoshie Shinoki (March 8, 1976)  New election	Apr. 1999      Joined Suita City Hall Oct. 2003      Joined Shin Nihon & Co. (currently Ernst & Young ShinNihon LLC) Apr. 2007      Registered as Certified Public Accountant (to present) June 2017      Outside Director (Audit Committee Member) of Makuake, Inc. July 2020      Outside Audit & Supervisory Board Member of HRBrain, Inc. Sept. 2020      Outside Audit & Supervisory Board Member of Basis Corporation May 2021      Outside Audit & Supervisory Board Member of Linough Inc. (current position) Dec. 2022      Outside Director (Audit and Supervisory Committee Member) of EmberPoint Holdings Co., Ltd. (current position) Sept. 2023      Advisor of TAKARA D&IR Research Institute Ltd. (current position) June 2024      External Audit & Supervisory Board Member of TOMOKU CO., LTD. (current position)	0 shares
4	Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected roles Ms. Yoshie Shinoki has no experience of being involved in corporate management other than as an outside officer. However, we propose that she is elected as a new Outside Director as a member of the Audit and Supervisory Committee as we have judged that she is able to reflect her high level of expertise as a certified public accountant and her extensive knowledge in sustainability in auditing and supervising the Company's management, and also to contribute to transparency and fairness of the Company's management by being involved in the selection of candidates for Directors and the determination of remuneration, etc. of the Company from an objective standpoint.  Special Interests with the Company None  Notes: 1. Ms. Yoshie Shinoki is a candidate for Outside Director. 2. Ms. Yoshie Shinoki satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and if the election is approved, the Company plans to submit notification to the aforementioned exchange concerning her designation as an independent officer. 3. If Ms. Yoshie Shinoki's election is approved, in accordance with the Articles of Incorporation of the Company, the Company intends to enter into a limited liability agreement with her, summarized as follows. <ul style="list-style-type: none"> <li>In cases that satisfy the requirements of laws and regulations in relation to liability pursuant to Article 423, paragraph 1 of the Companies Act, the liability of the individual shall be limited to the total of the amounts set out in each of the items of Article 425, paragraph 1 of the Companies Act.</li> </ul> 4. Ms. Yoshie Shinoki's name in the family register is Yoshie Fujita.		

[Summary of directors and officers liability insurance policy]

Pursuant to the provisions of Article 430-3, paragraph 1 of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. The scope of the insured under this insurance policy includes Directors, Corporate Auditors, Executive Officers, important employees, of the Company and the Company's subsidiaries listed on page 31 of the Business Report under "I 3 2. Main subsidiaries (in Japanese only)," and all four candidates for Director who is Audit and Supervisory Committee Member become the insured. All insurance premiums will be paid by the Company.

In summary, this insurance liability policy provides for the insurance company to cover the insured for any loss arising from responsibility incurred during the execution of their duties, or for claims incurred during the pursuit of those responsibilities, and is renewed on an annual basis. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

## Reference

### Expertise and experience of Directors (skill matrix)

As our policy, the Board of Directors shall consist of human resources with abundant knowledge, deep insight, and advanced expertise required by the Group, and as for outside Directors, to have them supervise business execution from various perspectives, considering the expertise, experience, diversity, and balance of all outside Directors, we should elect talent with expertise and experience that allow them to properly oversee the Group's medium- to long-term management issues.

If Proposal No. 2 “Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” and Proposal No. 3 “Election of Four (4) Directors Who Are Audit and Supervisory Committee Members” are approved, the Board of Directors of the Company will consist of members with the following skills.

Position and name			Expertise and experience							
			Corporate management	Marketing	Finance/ accounting	Human resource development	Digital/ digital transformation	Legal affairs Risk management	Corporate governance	ESG
Director	Takahiko Wakamatsu		●	●		●	●		●	●
	Yoshikuni Nagao		●	●	●	●				
	Norihito Minamikawa		●		●	●				
	Masaru Warata		●		●	●	●			
	Itaru Okumura		●	●			●			
	Yoshihiro Kawamoto		●		●			●	●	
Director (Audit and Supervisory Committee member)	Hiroshi Kanbara	Outside			●			●	●	
	Maki Imura	Outside	●	●		●			●	
	Kaname Matsumoto	Outside			●			●	●	
	Yoshie Shinoki	Outside			●				●	●